

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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<b>In re</b>	:
<b>THE GREAT ATLANTIC &amp; PACIFIC TEA COMPANY, INC., et al.,</b>	:
<b>Debtors.<sup>1</sup></b>	:
	<b>Chapter 11</b>
	<b>Case No. 15-23007 (RDD)</b>
	<b>(Jointly Administered)</b>
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**AMENDED ORDER PURSUANT TO 11 U.S.C. §§ 105, 363 AND 365  
AND FED R. BANKR. P. 2002 AND 6004 APPROVING THE  
DESIGNATION RIGHTS AGREEMENT BETWEEN DEBTORS AND  
BUYER IN RESPECT OF DEBTORS' RIGHT TO ASSUME, ASSIGN OR  
REJECT CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL  
PROPERTY AND THE TRANSACTIONS CONTEMPLATED THEREIN**

Upon the motion, dated December 4, 2015 (ECF No. 2021) (the “**Motion**”), of The Great Atlantic & Pacific Tea Company, Inc. and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), for entry of an order pursuant to sections 105, 363 and 365 of title 11 of the United States Code (the “**Bankruptcy Code**”), and Rules 2002 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), approving the sale of the Designation Rights<sup>2</sup> in respect of the Real

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman's, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc. (3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The international subsidiaries of The Great Atlantic & Pacific Tea Company, Inc. are not debtors in these chapter 11 cases. The location of the Debtors' corporate headquarters is 48 Bi-State Plaza, PMB 282, Old Tappan, New Jersey 07675.

<sup>2</sup> Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Designation Rights Order (as defined below).

Property Leases free and clear of liens, claims, encumbrances, and other interests, to an entity (“**Buyer**”) managed, in part, by a joint venture led by A&G Realty Partners, LLC, pursuant to the terms and conditions of an agreement substantially in the form attached thereto (as amended in the form attached to the Designation Rights Order, defined below, the “**Designation Rights Agreement**”), all as more fully described in the Motion; and the Court having jurisdiction to decide the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.), consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b), and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the parties listed therein in accordance with the *Order Pursuant to 11 U.S.C. §105(a) and Fed. R. Bankr. P. 1015(c), 2002(m), and 9007 Implementing Certain Notice and Case Management Procedures* (ECF No. 62) (the “**Case Management Order**”), and it appearing that no other or further notice was required; and upon all of the responses and other pleadings related to the Motion; and the Court having conducted a hearing on the Motion (the “**Hearing**”) on December 11, 2015, at which time all interested parties were offered an opportunity to be heard with respect to the Motion; and the Court having determined that the legal and factual bases set forth in the Motion and at the hearing established just cause for the relief granted in the order entered on December 21, 2015 (ECF No. 2155) (the “**Designation Rights Order**”); and the Debtors having sought entry of this Order amending and modifying the Designation Rights Order solely to set a different hearing date in February 2016 than the date set forth in paragraph 25 of the Designation Rights Order for the Court’s consideration of all Outstanding Assignment Notices (if any) and all Outstanding

Objections (if any); and good and sufficient cause appearing to grant such relief under Fed. R. Bankr. P. 9023,

**IT IS HEREBY ORDERED THAT:**

1. The Designation Rights Order is amended and modified only to the extent and as expressly provided for herein and this Order shall not otherwise alter or otherwise modify the Designation Rights Order, which otherwise remains in full force and effect.
2. The Designation Rights Order is amended solely to provide that the “February Hearing,” as such term is defined in paragraph 25 therein, shall be held on **February 11, 2016 at 2:00 p.m. (Eastern Time)**.
3. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
4. This Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the Designation Rights Agreement, the Designation Rights Order or this Order.

Dated: White Plains, New York  
December 29, 2015

/s/ Robert D. Drain  
United States Bankruptcy Judge